



## **SCOTTISH TERRIER CLUB OF GREATER DAYTON CONSTITUTION**

### **ARTICLE I Name and Objects**

SECTION 1. The name of the Club shall be the Scottish Terrier Club of Greater Dayton, Incorporated.

SECTION 2. The objectives of the Club shall be:

- (a) To encourage and promote the quality breeding of pure-bred Scottish Terriers and do all possible to bring their natural qualities to perfection.
- (b) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Scottish Terriers shall be judged.
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows.
- (d) To conduct sanctioned and licensed specialty shows under the rules of the American Kennel Club.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any fund-raising money or residue from dues or donations to the Club shall be used to benefit any member or individual.

SECTION 4. The Members of the Club shall adopt and may, from time to time, revise such by-laws as may be required to carry out these objects.

## **BY-LAWS**

### **ARTICLE I Membership**

#### SECTION 1. Eligibility:

- (a) While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in the Greater Dayton area.
- (b) General Membership: General Membership shall be open to all adults (eighteen years of age and older) who own or co-own a Scottish Terrier and are in good standing with the American Kennel Club.

Each General Member shall have one vote.

- (c) Junior Membership: Junior Membership is open to all persons under the age of eighteen who own or co-own or exhibit Scottish Terriers.

Junior members do not have voting privileges.

- (d) Honorary Membership: Honorary Membership may be granted by the Board of Directors to any individual club member or former club member who has contributed to the betterment of the Scottish Terrier breed, or for special circumstances as deemed appropriate to the Board. All dues will be waived for Honorary Members. Honorary Members may not vote or hold club office. Honorary Members may maintain active/voting status by payment of dues.

SECTION 2: Dues: Membership dues shall be established for each membership category and be listed in a "Schedule of Dues and Fees", separate from these By-Laws. Membership dues shall be recommended by the Board and approved by 2/3 of the voting membership in attendance in regular meeting. Members must be given advance notice of any proposed change to the schedule of "Dues and Fees" and be advised of the meeting date when the proposed change will be voted upon. Dues shall be payable on or before the 1<sup>st</sup> day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer

shall send to each member a statement of his dues for the ensuing year. In those cases where an individual is accepted as a new member on or after 1 July, membership dues shall be one-half of the yearly rate for the member's membership category, for the remainder of that year. Regular dues rates shall apply for subsequent years.

- (a) Initiation Fee: Initiation fees shall be established for each membership category and be listed in a "Schedule of Dues and Fees", separate from these By-Laws. Initiation fees shall be recommended by the Board and approved by 2/3 of the voting membership in attendance in regular meeting.

### SECTION 3. Election to Membership:

- (a) Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-Laws, the Code of Ethics, and the rules of the Scottish Terrier Club of Greater Dayton, Incorporated. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two voting members in good standing who are not related to the applicant. Accompanying the application, the prospective members shall submit dues and initiation fee payment for the current year.
- (b) All applications are to be filed with the Corresponding Secretary and each application is to be read at the first meeting of the Board following its receipt. The Board shall recommend to the General Membership either acceptance or rejection of the application at the next club meeting, where the application will be read and voted upon. Affirmative votes of  $\frac{3}{4}$  of the members present at that meeting shall be required to elect the applicant.
- (c) Applicants for membership who have been rejected by the club may not reapply within six months after such rejection. Initiation fees and membership dues submitted along with the application shall be returned to the rejected applicant.

### SECTION 4: Termination of Membership: Membership may be terminated:

- (a) By resignation. Any member in good standing may resign from the club upon written notice to the Corresponding Secretary; but no member may resign when in debt to the club. Dues obligations are considered a debt to the club and they become incurred on the first day or each fiscal year.
- (b) By lapsing. A membership will be considered as lapsed and

automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days grace to such delinquent member in meritorious cases. In no case may a person whose dues are unpaid as of the date of that meeting be entitled to vote at any club meeting.

- (c) By expulsion. A membership may be terminated by expulsion as provided in Article VII of these By-Laws.

## **ARTICLE II Meetings and Voting**

SECTION 1. Club Meetings: Monthly meetings of the club shall be held in Greater Dayton except in July and December, at such hour and place as may be designated by the Board of Directors. An annual meeting shall be held in the month of April at such hour, day and place as may be designated by the Board of Directors. Written notice of each meeting shall be included in the club newsletter or by separate notice mailed by the Corresponding Secretary to each member, indicating the time and location of the meeting. The quorum for such meetings shall be 15% of the club members in good standing.

SECTION 2. Special Club Meetings: Special club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Corresponding Secretary upon receipt of a petition signed by five voting members of the club who are in good standing. Such special meetings shall be held in Greater Dayton at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Corresponding Secretary at least five (5) days and not more than 15 days prior to the date of the meeting and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such meetings shall be 15% of the club members in good standing.

SECTION 3. Board Meetings: Monthly meetings of the Board shall be held at such hour and place as may be designated by the Board. Written notice of such meeting shall be mailed by the Corresponding Secretary or printed in the Newsletter prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings: Special meetings of the Board may be called by the President and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in Greater Dayton at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Corresponding Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting

and no other business shall be transacted thereat. A quorum for such meeting shall be a majority of the Board. In cases of extreme emergency, the President may waive the requirement for the five-day notice for a meeting. In such cases, the President shall make all reasonable efforts to notify all Board members of the time, date and location of the meeting. Any action approved at such an emergency meeting must be approved by a minimum of five Board members.

SECTION 5. Voting: Each adult member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election. Honorary members who waive dues and junior members may not vote.

### **ARTICLE III Directors and Officers**

SECTION 1. Board of Directors: The Board of Directors shall be comprised of the President, Vice-President, Corresponding Secretary, Treasurer, and five (5) other persons, all of whom shall be adult members in good standing. The term of office for all officers shall be one (1) year. The term of office for the five (5) Board members shall be two (2) years. All Board members shall be elected at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers: The club's officers, consisting of the President, Vice-President, Corresponding Secretary, and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the Board and its meetings.

- (a) The President shall preside at all meetings of the club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- (c) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors to the election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these By-Laws.

- (d) The Treasurer shall collect and receive all monies due or belonging to the club. He shall deposit the same in a Bank designated by the Board, in the name of the club. He shall be responsible for the payment of all such debts as are approved by the Board of Directors. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the club's finances and every item of receipt or payment not before reported, and at the annual meeting he shall render an account of all monies received and expended during the previous fiscal year.

The Treasurer shall have his books duly audited by an auditing committee appointed by the President within the month prior to the annual meeting and present such audit at the annual meeting.

SECTION 3. Vacancies: Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of the President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of the Vice-President shall be filled by the Board.

SECTION 4. Special Offices: The following special offices are created:

- (a) Recording Secretary. The Recording Secretary shall take attendance and keep records of all meetings of the club and the Board and of all matters of which a record shall be ordered by the club. The position shall be non-voting and shall not be considered part of the Board of Directors. The position shall be filled annually by the Board of Directors subsequent to the annual elections. Vacancies shall be filled as soon as practicable by the Board of Directors.
- (b) Newsletter Editor. The position of Newsletter Editor shall not be a Board position but shall be responsible to the Board of Directors. He shall receive, collect, edit, and write articles of interest to the club and cause them to be published in a regularly scheduled newsletter of ten issues per year. Paid advertisements may be received and published subject to the Editor's review. Notice of club meetings, special functions, and the President's message shall be included. The Editor shall be responsible for mailing one issue to each club membership address, to paid subscribers, and to other selected Regional clubs. The Editor shall receive newsletters from other clubs and report relevant items to the general membership. The Editorship shall be voluntary, for as long a period of time as the Editor wishes to remain in position, subject to the Board of Directors.

- (c) Historian. The position of club historian shall not be a Board position but shall be responsible to the Board of Directors. He shall receive, collect, and maintain articles, publications, documents, photographs, and any other item deemed relevant to keeping a permanent record of the club's activities. The position shall be voluntary, for as long a period of time as the Historian wishes to remain in position, subject to the Board of Directors.

**ARTICLE IV**  
**The Club Year**  
**Annual Meetings, Elections**

SECTION 1. Club Year: The club's fiscal year shall begin on 1 January and end on 31 December. The club's official year shall begin on 1 May and end on 30 April.

SECTION 2. Annual Meeting: The annual meeting shall be held in the month of April at which officers and directors for the ensuing official year shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office on 1 May and each retiring officer shall turn over to his successor in office all properties and records relating to that office by 15 May.

SECTION 3. Elections: The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. The incumbent President shall not cast a ballot in any election except in the event of a tie vote in which case the incumbent President shall cast a tie breaking vote.

SECTION 4. Nominations: No person may be a candidate in a club election who has not been nominated. During the month of December, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of who shall be a member of the Board. The Corresponding Secretary shall immediately notify the members and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held on or before 15 February.

- (a) The Committee shall nominate one candidate for each office, and the candidates for the other positions open on the Board, and after securing consent of each person so nominated, shall on or before 15 February report their nominations to the Corresponding Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall on or before 1 March notify each

member by article published in the club newsletter of the candidates so nominated.

- (c) Additional nominations may be made at the March club meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. Any eligible member present and in good standing may nominate himself. No person may be a candidate for more than one position, and the additional nominations, which are provided for herein, may be made only from those members who have not accepted a nomination of the Nominating Committee.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.
- (e) Where there is only one nominee to fill the position of a particular retiring officer or Board member, he shall be declared elected by acclamation at the annual meeting. For any position where there is more than one nominee, the Corresponding Secretary shall on or before 20 March mail ballots to each voting member in good standing. Ballots shall list all nominees and the office for which they have been nominated. Ballots shall be counted at the annual meeting in accordance with Article IV, Section 2. Any ballots received by the Corresponding Secretary after the submission of ballots to the tellers for counting, shall not be accepted or considered.

## **ARTICLE V Committees**

SECTION 1. The Board may each year appoint standing committees to advance the work of the club and in such matters as Specialty Shows, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special Committees may also be appointed by the President to aid him on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

## **ARTICLE VI**

### **Discipline**

SECTION 1. American Kennel Club Suspension: Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

SECTION 2. Charges: Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club or breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$10.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board and the accused, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club or breed. If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interests of the club or breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of hearing by the Board not less than 3 weeks not more than 6 weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring a witness if he wishes.

SECTION 3. Board Hearing: The complainant and defendant shall have the right of counsel at all times. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may by a unanimous vote of those present suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. And, if it seems that punishment is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion: Expulsion of a member from the club may be accomplished only at a meeting of the club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at regular or special meetings of the club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting

shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## **ARTICLE VII Amendments**

SECTION 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by twenty percent of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with the recommendations of the Board by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

SECTION 2. The Constitution and By-Laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the club meeting and mailed to each member at least two weeks prior to the date of the meeting.

## **ARTICLE VIII Dissolution**

SECTION 1. Dissolution: The club may dissolve at any time by written consent of not less than 2/3 of the members. In the event of the dissolution of the club, whether voluntary or involuntary, or by operation of law, none of the property of the club nor any proceeds thereof, nor any assets of the club shall be distributed to any members of the club but after payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

## **ARTICLE IX Order of Business**

SECTION 1. At meetings of the club, the Order of Business, so far as the character and nature of the meeting may permit, shall be as follows:

Minutes of last meeting  
Informational reading of last Board Minutes  
Report of President  
Report of Corresponding Secretary  
Report of Treasurer  
Report of Committees

Election of Officers and Board (at Annual Meeting)  
Election of New Members  
Unfinished Business  
New Business  
Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of minutes of last meeting  
Report of Corresponding Secretary  
Report of Treasurer  
Report of Committees  
Unfinished Business  
New Business & Adjournment